

P950000/4106

Charter Number Only

2-17-95  
-H 1400  
Requestor's Name Blass & Frankel  
Address L.E. Padane  
Miami, FL 33131  
City State ZIP Phone

377-9353

EFFECTIVE DATE

CORPORATION(S) NAME 02-17-95

000001410000  
-02/20/95--01028--014  
\*\*\*\*122.50 \*\*\*\*122.50

RADISSON SEVEN SEAS CRUISES, (USA) INC

- FILED  
95  
10 12 11:30  
STATE  
FLORIDA
- |  |  |   |
|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Foreign         | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Photo Copies              | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem            |
| <input type="checkbox"/> Certificate Under Seal    | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
| <input type="checkbox"/> After 4:30                | <input type="checkbox"/> Mail Out        |   |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

HAMS FEB 20 1995

EMPIRE Toll Free: 1-800-432-3028

**ARTICLES OF INCORPORATION  
OF  
RADISSON SEVEN SEAS CRUISES (U.S.A.), INC.**

**ARTICLE I.**

The name of this Corporation is: RADISSON SEVEN SEAS CRUISES (U.S.A.), INC.

**ARTICLE II.**

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE III.**

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, provided that such activity or business in no way constitutes the operation of a ship or ships in international transportation, but rather provides support facilities to such shipping companies.

**ARTICLE IV.**

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

**ARTICLE V.  
SECTION I.**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

**SECTION II.: VOTING RIGHTS:**

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

EFFECTIVE DATE  
2-17-95

FILED  
FEB 20 11:30  
STATE  
OF FLORIDA  
TALLAHASSEE

**ARTICLE VI.**  
**PREEMPTIVE RIGHTS:**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII.**

The street address of the initial registered office of this Corporation is: 1400-A SunBank International Center, One Southeast Third Avenue, Miami, Florida 33131, and the name of the initial registered agent of this Corporation at that address is: **COPROLITE CORPORATION**, and the principal place of business is 600 Corporate Drive, Suite 410, Fort Lauderdale, Florida 33334.

**ARTICLE VIII.**

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name(s) and address(es) of the initial Director(s) of this Corporation is/are:

**CARLA JACKSON**  
#1400 SunBank International Center  
One Southeast Third Avenue  
Miami, Florida 33131

**YVONNE CALVERT**  
#1400 SunBank International Center  
One Southeast Third Avenue  
Miami, Florida 33131

**ARTICLE IX.**

The name and address of the person or entity signing these Articles of Incorporation is:

**STEPHEN A. BLASS**  
One Southeast Third Avenue  
Suite 1400  
Miami, Florida 33131

**ARTICLE X.  
AMENDMENT:**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of February, 1995.

RADISSON SEVEN SEAS CRUISES (U.S.A.),  
INC., a Florida corporation.

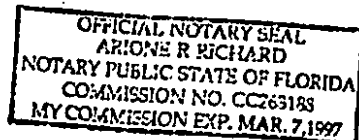
By: 

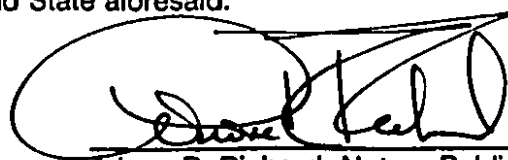
STEPHEN A. BLASS, Organizer

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, to me well known, personally appeared STEPHEN A. BLASS, who deposes and states that he executed the foregoing Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 17th day of February, 1995, in the County and State aforesaid.



  
Arione R. Richard, Notary Public,  
State of Florida at Large  
My Commission No: CC 263188  
My Commission expires: 03/07/97

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED.**

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT RADISSON SEVEN SEAS CRUISES (U.S.A.), INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT 600 CORPORATE DRIVE, SUITE 410, FORT LAUDERDALE, FLORIDA 33334, HAS NAMED COPROLITE CORPORATION, LOCATED AT 1400-A SUNBANK INTERNATIONAL CENTER, ONE SOUTHEAST THIRD AVENUE, MIAMI, FLORIDA 33131, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

RADISSON SEVEN SEAS CRUISES (U.S.A.),  
INC., a Florida corporation.

BY:   
STEPHEN A. BLASS, Organizer

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, WE HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES.

COPROLITE CORPORATION, a Florida  
corporation.

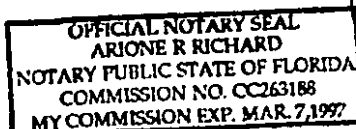
By:   
STEPHEN A. BLASS, Vice President

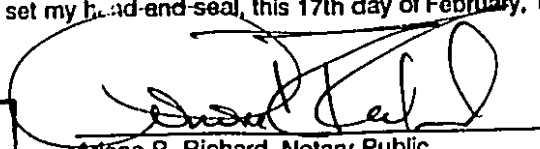
Dated: February 17, 1995

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF DADE       )

BEFORE ME, the undersigned authority, to me well known, personally appeared STEPHEN A. BLASS, who deposes and states that he executed the foregoing Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 17th day of February, 1995, in the County and State aforesaid.



  
Arlone R. Richard, Notary Public,  
State of Florida at Large  
My Commission No: CC 263188  
My Commission expires: 03/07/97